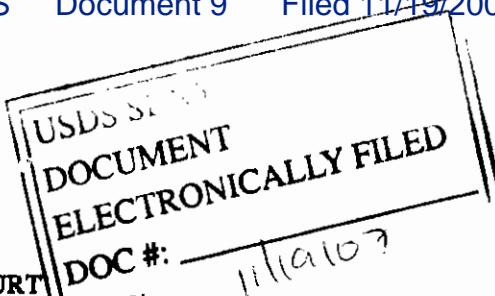


SULLIVAN, S.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORKX
MARCAP CORPORATION,

Case No. 07-CV-3842 (RJS)

Plaintiff,

-against-
RONALD LISSAK,STIPULATION AND ORDER
FOR ENTRY OF JUDGMENTDefendant.
X

WHEREAS, on or about May 15, 2007, MarCap Corporation ("MarCap") commenced this action against Ronald Lissak ("Defendant") by filing a Summons and Complaint (the "Complaint"); and

WHEREAS, the parties from time to time have extended the time for the Defendant to file an answer to the Complaint; and

WHEREAS, MarCap and the Defendant have agreed to resolve all claims asserted in the Complaint and to settle this action without the need for further litigation between them;

IT IS HEREBY STIPULATED AND AGREED, by and between the Defendant and MarCap, hereto by their respective undersigned counsel, as follows:

1. The foregoing paragraphs are incorporated herein by reference.
2. Defendant consents to the immediate entry by the Clerk, without further notice, of a Judgment substantially in the form annexed hereto as *Exhibit A* as follows:

(a) On the First through Third Causes of Action against Defendant in the sum of \$7,126,728.00, plus statutory interest;

(b) On the Fourth Cause of Action against Defendant in the sum of \$2,018,256.91, plus statutory interest;

(c) On the Fifth Cause of Action against Defendant in the sum of reasonable attorneys' fees, plus costs and disbursements in the sum of \$50,000.00.

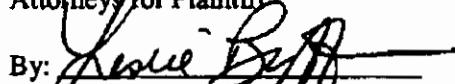
3. MarCap agrees to forbear from enforcing the Judgment against Defendant as more fully set forth in the terms of a Forbearance Agreement to be entered into between the parties, except that MarCap may docket such Judgment in any appropriate jurisdiction at any time.

4. This Stipulation and Order constitutes the entire agreement between the parties and may not be modified except in writing signed by the parties.

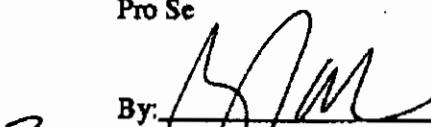
5. An Order of this Court may be entered upon this Stipulation without further notice to any party or further Order of the Court.

MORITT HOCK HAMROFF &
HOROWITZ LLP

Attorneys for Plaintiff

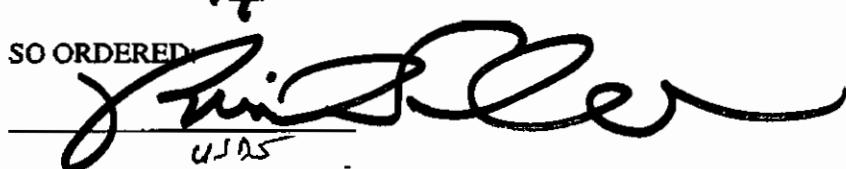
By: 
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a/c
RON LISSAK
Pro Se

By: 
Ronald Ron Lissak, Personally
68 West 70th St. 68 W 87th St
New York, New York 10024

Dated: November 19, 2007

SO ORDERED:


u.s.d.s